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December 17, 2004

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T.R.A. DOCKET ROOM

Guy M. Hicks
General Counsel
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VIA HAND DELIVERY

Hon. Pat Miller, Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37238

Re: *Joint Petition for Arbitration of NewSouth Communications Corp., et al. of an Interconnection Agreement with BellSouth Telecommunications, Inc. Pursuant to Section 252(b) of the Communications Act of 1934, as Amended*
Docket No. 04-00046

Dear Chairman Miller:

Enclosed are a CD and one paper copy of the public portions of BellSouth's discovery responses as follows:

Joint Petition for Arbitration of NewSouth, et al., North Carolina Docket Nos., P-771, Sub I; P-913, Sub 5; P-989, Sub 3, P-824, Sub 6, and P-1202, Sub 4:

Response to Joint Petitioners' First Set of Interrogatories
Response to Joint Petitioners' First Request for Production of Documents
First Supplemental Response to Joint Petitioners' First Set of Interrogatories and First Request for Production of Documents
Second Supplemental Response to Joint Petitioners' First Request for Production of Documents
Third Supplemental Response to Joint Petitioners' First Request for Production of Documents

Joint Petition for Arbitration of NewSouth, et al., Alabama Docket No. 29242:

Objections and Response to Joint Petitioners' First Set of Interrogatories
Objections and Response to Joint Petitioners' First Request for Production of Documents

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December 17, 2004
Page 2

The following portions of BellSouth's responses to Joint Petitioners' requests for production contain proprietary information and will be provided upon entry of a Protective Order in this docket.

Joint Petition for Arbitration of NewSouth, et al., North Carolina Docket Nos., P-771, Sub I; P-913, Sub 5; P-989, Sub 3, P-824, Sub 6, and P-1202, Sub 4:

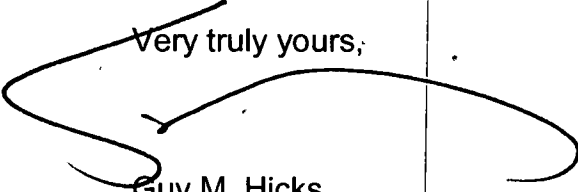
Item 2-5(B)-1
Item 2-5(C)-1
Item 6-10(A)-1
Item 7-11-1

Joint Petition for Arbitration of NewSouth, et al., Alabama Docket No. 29242:

Item 2-5(C)-1
Item 2-12-1
Item 2-25-1, Attachments 3,5 and 6
Item 2-33(A)-1
Item 2-40-1, Attachment 2
Item 6-5-1, Attachment 2
Item 6-10(A)-1
Item 7-11-1

A copy of this letter is being provided to counsel of record.

Very truly yours,



Guy M. Hicks

GMH:ch

Hon. Pat Miller, Chairman
December 17, 2004
Page 2

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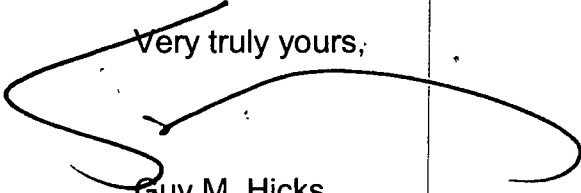
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CERTIFICATE OF SERVICE

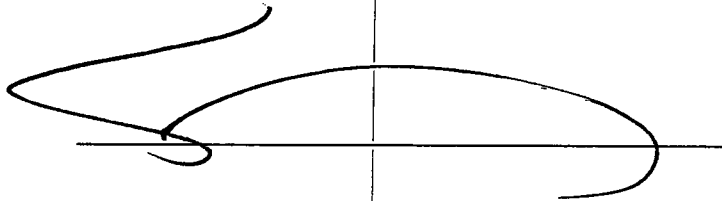
I hereby certify that on December 17, 2004, a copy of the foregoing document was served on the following, via the method indicated:

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A large, stylized handwritten signature in black ink, spanning across the vertical line that divides the two recipient sections. The signature is fluid and cursive, with a long horizontal stroke at the end.